

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	Chapter 11
	§	
ERG Intermediate Holdings, LLC, <i>et al.</i> , ¹	§	Joint Administration Pending
	§	
Debtors.	§	Case No.:

**AMENDED² REQUEST FOR EMERGENCY
CONSIDERATION OF CERTAIN "FIRST DAY" MATTERS**

On April 30, 2015, ERG Intermediate Holdings, LLC.; ERG Resources, L.L.C.; West Cat Canyon, L.L.C.; ERG Interests, LLC; and ERG Operating Company, LLC (collectively, the "Debtors") each filed a petition for relief under Chapter 11 of the Bankruptcy Code. Counsel for the Debtors believes that these cases qualify as a "Complex Chapter 11 Case." The Debtors need emergency consideration of the following initial case matters (the "First Day Matters") (applicable items are checked):

 X JOINT MOTION FOR JOINT ADMINISTRATION [DOCKET NO. 2]

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are ERG Intermediate Holdings, LLC (2521); ERG Resources, L.L.C. (0408); West Cat Canyon, L.L.C. (7377); ERG Interests, LLC (2081); and ERG Operating Company, LLC (7946). ERG Intermediate Holdings, LLC is the direct or indirect parent of each of its affiliated Debtors. The mailing address for each of the Debtors, with the exception of ERG Operating Company, LLC, is 333 Clay Street Suite 4400, Houston, TX 77002. The mailing address for ERG Operating Company, LLC is 4900 California Avenue Suite 300B, Bakersfield, CA 93309. The above addresses are listed solely for the purposes of notices and communications.

² The Debtors hereby amend the Request for Emergency Consideration of Certain "First Day" Matters (Docket No. 7) to add the Amended Motion for Order Expediting Consideration of, and Shortening the Notice Period Applicable to, the Bid Procedures Component of the Debtors' Motion for Order for Entry of Orders: (I) Establishing Bidding and Sale Procedures; (II) Approving the Sale of Assets; and (III) Granting Related Relief (Docket No. 24) to the request and to otherwise comply with the Court's electronic filing protocols.

- X MOTION FOR ORDER EXTENDING TIME TO FILE SCHEDULES AND STATEMENT OF FINANCIAL AFFAIRS [DOCKET NO. 9]
- X MOTION RE MAINTENANCE OF BANK ACCOUNTS AND EXISTING CASH MANAGEMENT, ATTACHING NOTICE OF CONFERENCE WITH U.S. TRUSTEE [DOCKET NO. 6]
- X MOTION TO PAY PRE-PETITION WAGES, SALARIES, ET AL., ATTACHING NOTICE OF CONFERENCE WITH U.S. TRUSTEE AND DETAILED EXHIBIT SHOWING WHO DEBTOR PROPOSES TO PAY AND AMOUNTS [DOCKET NO. 11]
- X MOTION FOR ENTRY OF INTERIM ORDER AUTHORIZING USE OF CASH COLLATERAL
- X MOTION FOR INTERIM APPROVAL OF POST-PETITION SECURED AND SUPER PRIORITY FINANCING PURSUANT TO SECTION 364(c) OF THE BANKRUPTCY CODE [DOCKET NO. 15]
- MOTION PURSUANT TO 11 U.S.C. § 366, FOR ENTRY OF INTERIM ORDER (1) DETERMINING ADEQUATE ASSURANCE OF PAYMENT FOR FUTURE UTILITY SERVICES AND (2) RESTRAINING UTILITY COMPANIES FROM DISCONTINUING, ALTERING, OR REFUSING SERVICE
- MOTION TO ESTABLISH INTERIM NOTICE PROCEDURES
- MOTION FOR ORDER APPROVING INTERIM RETENTION OF PROFESSIONALS
- MOTION FOR ORDER APPROVING PAYMENT OF PRE-PETITION CLAIMS OF CERTAIN CRITICAL VENDORS
- X MOTION OF THE DEBTORS FOR AN ORDER APPOINTING EPIQ BANKRUPTCY SOLUTIONS, LLC AS CLAIMS AND NOTICING AGENT UNDER SECTION 165(c) [DOCKET NO. 8]
- X MOTION OF THE DEBTORS FOR AN ORDER (I) AUTHORIZING THEM TO HONOR OR PAY CERTAIN PREPETITION OBLIGATIONS TO THEIR CUSTOMERS AND (II) GRANTING CERTAIN RELATED RELIEF [DOCKET NO. 12]
- X MOTION OF THE DEBTORS FOR AN ORDER AUTHORIZING THEM TO PAY CERTAIN PREPETITION OBLIGATIONS OF ROYALTIES, OVERRIDING ROYALTY INTERESTS, WORKING INTEREST OWNER PAYMENTS AND SEVERANCE TAXES [DOCKET NO. 14]

X AMENDED MOTION FOR ORDER EXPEDITING CONSIDERATION OF,
AND SHORTENING THE NOTICE PERIOD APPLICABLE TO, THE BID
PROCEDURES COMPONENT OF THE DEBTORS' MOTION FOR ORDER
FOR ENTRY OF ORDERS: (I) ESTABLISHING BIDDING AND SALE
PROCEDURES; (II) APPROVING THE SALE OF ASSETS; AND
(III) GRANTING RELATED RELIEF [DOCKET NO. 24]

Dated: May 1, 2015
Dallas, Texas

Respectfully submitted,

 /s/ Tom. A. Howley

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PROPOSED ATTORNEYS FOR DEBTORS

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	Chapter 11
	§	
ERG Intermediate Holdings, LLC, <i>et al.</i> , ¹	§	Joint Administration Pending
	§	
Debtors.	§	Case No.:

**ORDER AUTHORIZING
EMERGENCY CONSIDERATION OF CERTAIN "FIRST DAY" MATTERS**

This matter coming before the Court on the Amended Request For Emergency Consideration of Certain First Day Matters (the "Motion"),² filed by the above-captioned debtors

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are ERG Intermediate Holdings, LLC (2521); ERG Resources, L.L.C. (0408); West Cat Canyon, L.L.C. (7377); ERG Interests, LLC (2081); and ERG Operating Company, LLC (7946). ERG Intermediate Holdings, LLC is the direct or indirect parent of each of its affiliated Debtors. The mailing address for each of the Debtors, with the exception of ERG Operating Company, LLC, is 333 Clay Street Suite 4400, Houston, TX 77002. The mailing address for ERG Operating Company, LLC is 4900 California Avenue Suite 300B, Bakersfield, CA 93309. The above addresses are listed solely for the purposes of notices and communications.

² Capitalized terms not otherwise defined herein shall have the meanings given to them in the Motion.

(collectively, the "Debtors"); the Court having reviewed the Motion; the Court having found that (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (ii) venue is proper in this district pursuant to 28 U.S.C. § 1409, (iii) this is a core proceeding pursuant to 28 U.S.C. § 157(b) and (iv) notice of the Motion and the Hearing was sufficient under the circumstances; after due deliberation the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates and their creditors; and good and sufficient cause having been shown;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. A hearing will be held regarding the First Day Matters at on May 4, 2015 at 10:30 a.m. at 1100 Commerce Street, 14th Floor, Courtroom #3, Dallas, TX 75242.
3. All objections and/or other responses to the Motion shall be (i) filed with the Court and (ii) served so as to be actually received, by no later than May 4, 2015 at 7:00 a.m (prevailing Central Time), by (a) the Debtors, c/o ERG Resources, L.L.C., 333 Clay Street, Suite 4400, Houston, TX 77002 (Attn: Kelly Plato); (b) Debtors' counsel, (i) Jones Day, 717 Texas Avenue, Suite 3300, Houston, Texas 77002 (Attn: Thomas Howley) and (ii) 77 West Wacker Chicago, Illinois 60601 (Attn: Joe Florczak); (c) counsel to the Debtors' lenders, White & Case LLP, 633 West Fifth Street, Suite 1900, Los Angeles, California 90071 (Attn: Roberto Kampfner); (d) the U.S. Trustee, Earle Cabell Federal Building, 1100 Commerce Street, Room 976, Dallas, TX 75242.

###END OF ORDER###

Submitted by:

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